

0100725019

OSTER Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

RECORDATION NO.

16168-LLL

AUG 8 1995 10 22 AM

INTERSTATE COMMERCE COMMISSION

August 7, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission is a Partial Termination of Security Agreement dated as of August 7, 1995, involving First National Bank of Boston and Helm Financial Corporation.

This agreement releases the following railroad equipment from the Security Agreement dated January 17, 1989, ICC Recordation #16168:

3, SD40-2 Locomotives
HLCX 6365, 6370, 6500

Please record this agreement as a secondary document to ICC Recordation #16168. The filing fee of \$21 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

RECEIVED
OFFICE OF THE
SECRETARY
AUG 8 10 31 AM '95
LICENSING BRANCH

Counter parts - Mary A Oster



Interstate Commerce Commission
Washington, D.C. 20423-0001

8/8/95


Office Of The Secretary

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Dr.
Mt. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/8/95 at 10:35AM, and assigned recordation number(s). 16168-ELLL, 16797, I and 19553.

Sincerely yours,

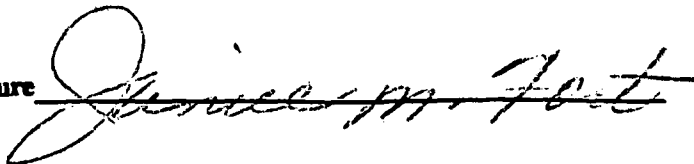

Vernon A. Williams
Secretary

Enclosure(s)

(0100725019)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 16168-LLLLL
PARTIAL TERMINATION OF
SECURITY AGREEMENT

AUG 8 1995 2:24 AM

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of August 7, 1995 by THE FIRST NATIONAL BANK OF BOSTON, a national banking association (the "Agent"), as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "Banks") under a Credit Agreement dated as of January 15, 1992, as amended from time to time, for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Helm").

1. **Recitals.** Helm owns three (3) SD40-2 locomotives bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm has sold or is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. **Termination of Security Interest.** The Banks' security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Termination as of the date indicated below its signature.

THE FIRST NATIONAL BANK OF BOSTON,
as Agent


By:  _____

Title: VP _____

Date: 8/3/95 _____

COMMONWEALTH OF MASSACHUSETTS)
) §
COUNTY OF SUFFOLK)

On this 3 day of August, 1995 before me, personally appeared Dexter Freeman, to me personally know, who being by me duly sworn, says that he is a Vice President of **THE FIRST NATIONAL BANK OF BOSTON**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


Notary Public

My Commission Expires:

LORI B. LANGER
Notary Public
My Commission Expires Feb. 24, 2000

EXHIBIT A

Description of Equipment:

Three (3), 3000 horsepower, EMD SD40-2 locomotives equipped with dynamic brakes, built by General Motors (Electro Motive Division) in 1974 and refurbished in 1995.

Unit Numbers:

HLCX 6365, 6370 and 6500